



Signed and Filed: October 28, 2019

DENNIS MONTALI
U.S. Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- Affects PG&E Corporation
 Affects Pacific Gas and Electric Company
 Affects both Debtors

* All papers shall be filed in the Lead Case,
No. 19-30088 (DM).

Bankruptcy Case No.

19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**ORDER PURSUANT TO BANKRUPTCY
CODE SECTIONS 105(A) AND 107(B) AND
BANKRUPTCY RULE 9018 FOR ENTRY
OF AN ORDER AUTHORIZING (I) THE
FILING UNDER SEAL OF THE BRIDGE
FEE LETTERS AND (II) THE
REDACTION OF CERTAIN PORTIONS
OF THE DEBT FINANCING
ENGAGEMENT LETTERS**

Upon the Motion, dated October 23, 2019 (the “**Motion**”)¹, of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to sections 105(a) and 107(b) of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), for authority to file the Bridge Fee Letters under seal and the Debt Financing Engagement Letters with certain portions (the “**Redacted Portions**”) under seal, all as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D. Cal.) and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the Motion as provided to the parties listed therein is reasonable and sufficient under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion and the Ziman Declaration; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein,

IT IS HEREBY ORDERED THAT:

1. The Motion is granted on a final basis as provided herein.
2. The Debtors are authorized to file the Bridge Fee Letters and the Redacted Portions of the Debt Financing Engagement Letters under seal pursuant to section 107(b) of the Bankruptcy Code and Bankruptcy Rule 9018.
3. The Bridge Fee Letters and the Redacted Portions of the Debt Financing Engagement Letters are confidential, shall remain under seal, and shall not be made available to anyone without the consent of the Debtors and the parties to the Bridge Fee Letters and the Debt Financing

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Engagement Letters, except that copies of the Bridge Fee Letters and the Redacted Portions of the Debt Financing Engagement Letters shall be provided to (i) the Court, (ii) the U.S. Trustee, and (iii) advisors to the Official Committee of Unsecured Creditors, the Official Committee of Tort Claimants and any other official committee established pursuant to section 1102 of the Bankruptcy Code on a confidential and professionals' eyes only basis.

4. Notice of the Motion as provided therein shall be deemed good and sufficient and the requirements of the Bankruptcy Local Rules are satisfied by such notice.

5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

** END OF ORDER **